

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **January 31, 2010**

Commission File Number 000-52758

RainEarth Inc.

(formerly GoldRock Resources, Inc.)

(Name of small business issuer in its charter)

Nevada	N/A
(State or Other Jurisdiction of Organization)	(IRS Employer Identification #)

**A No.1 Building, ShangDu International Tower,
No.8 DongDaQiao Road, Beijing,
China 100020**

(Address of principal executive offices, including zip code)

(852) 3005-7220

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12 b - 2 of the Exchange Act)

Yes **No (x)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

The Registrant is a Shell company. Yes [X] No []

As of March 15, 2010, the Company has 52,000,000 shares of common stock issued and outstanding.

RainEarth Inc.

Form 10-Q for the period ended January 31, 2010

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PART I. - FINANCIAL INFORMATION

ITEM 1. INTERIM FINANCIAL STATEMENTS.

RainEarth Inc. (formerly Gold Rock Resources Inc.)

(A Development Stage Company)

Balance Sheets

(Expressed in US Dollars)

	Jan 31, 2010	April 30, 2009
	(Unaudited)	
ASSETS		
Current Assets		
Cash	\$ 13,182	\$ 52,470
Total Current Assets	13,182	52,470
Investment in Beijing RainEarth Technology Co. Ltd ("Beijing RainEarth"), less accumulated amortization of \$27,441 and \$3,244 respectively	612,559	636,756
Total Assets	\$ 625,741	\$ 689,226
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 26,547	\$ 13,847
Due to related party	45,021	45,021
Total current liabilities	71,568	58,868
Stockholders' Equity		
Preferred stock, \$0.00001 par value		
Authorized 1,000,000,000 shares		
Issued and outstanding, none issued	-	-
Common stock, \$0.00001 par value		
Authorized 1,000,000,000 shares		
Issued and outstanding, 52,000,000 and 52,000,000 shares, respectively		
Additional paid-in capital	774,365	767,615
Accumulated deficit	(220,712)	(137,777)
Total stockholders' equity	554,173	630,358
Total Liabilities and Stockholders' Equity	\$ 625,741	\$ 689,226

The accompanying notes are an integral part of these financial statements

RainEarth Inc. (formerly Gold Rock Resources Inc.)
(A Development Stage Company)
Statements of Operations
(Expressed in US Dollars)
(Unaudited)

	For the 3 months ended Jan 31		For the 9 months ended Jan 31		Cumulative during the development stage (March 14, 2006 to Jan 31)
	2010	2009	2010	2009	2010
Revenue	\$ -	\$ -	\$ -	\$ -	-
Expenses					
Donated rent	750	750	2,250	2,250	11,625
Donated services	1,500	1,500	4,500	4,500	23,250
General and administrative	84	721	419	1,565	46,467
Impairment of mineral claim acquisition costs	-	-	-	-	3,062
Professional fees	5,316	3,068	51,569	29,890	108,866
Amortization of investment in Beijing RainEarth	8,066	-	24,197	-	27,442
Total Cost and Expenses	15,716	6,039	82,935	38,205	220,712
Net Loss	\$ (15,716)	\$ (6,039)	\$ (82,935)	\$ (38,205)	\$ (220,712)
Net Loss per share					
Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	
Number of common shares used to compute loss per share					
Basic and diluted	52,000,000	52,000,000	52,000,000	52,000,000	

The accompanying notes are an integral part of these financial statements

RainEarth Inc. (formerly Gold Rock Resources Inc.)
(A Development Stage Company)
Statements of Cash Flows
(Expressed in US Dollars)
(Unaudited)

	9 months ended January 31,		Cumulative during the development stage (March 14, 2006 to Jan 31)
	2010	2009	2010
Cash Flows from Operating Activities			
Net loss	\$ (82,935)	\$ (38,205)	\$ (220,712)
Adjustments to reconcile net loss to net cash used for operating activities:			
Impairment of mineral claim acquisition costs	-	-	3,062
Donated services	4,500	4,500	23,250
Donated rent	2,250	2,250	11,625
Amortization of investment in Beijing RainEarth	24,197	-	27,442
Changes in operating assets and liabilities			
Accounts payable and accrued liabilities	12,700	439	26,547
Net cash provided by (used for) operating activities	(39,288)	(31,016)	(128,786)
Cash Flows from Investing Activities			
Mineral claim acquisition costs incurred	-	-	(3,062)
Net cash provided by (used for) investing activities	-	-	(3,062)
Cash Flows from Financing Activities			
Loans from related party	-	-	45,021
Proceeds from sales of common stock	-	-	100,010
Net cash provided by (used for) financing activities	-	-	145,031
Increase (decrease) in cash	(39,288)	(31,016)	13,183
Cash, beginning of period	52,470	94,028	-
Cash, end of period	\$ 13,182	\$ 63,012	\$ 13,183
Supplemental disclosures of cash flow information:			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	\$ -	\$ -	\$ -
Non-Cash investing and financing activities:			
Issuance of common stock in connection with investment in Beijing RainEarth	\$ 640,000	\$ -	\$ 640,000

The accompanying notes are an integral part of these financial statements

RainEarth Inc. (formerly Gold Rock Resources Inc.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

January 31, 2010

(Unaudited)

Note 1.

Organization and Business Operations

RainEarth Inc. (the "Company") was incorporated in the State of Nevada on March 14, 2006 under the name of Gold Rock Resources Inc. In April 2006 (see Note 4), the Company acquired a mineral claim in British Columbia, Canada; the claim was forfeited April 19, 2009. On March 25, 2009 (see Note 5), the Company entered into a Business Cooperation Agreement with Beijing Rain Earth Technology Co. Ltd. ("Beijing RainEarth") to jointly conduct a Hollow Fiber Membrane Materials application and manufacturing business. On March 27, 2009, the Company changed its name to RainEarth Inc.

On July 11, 2008, the Company effected a 10 for 1 forward stock split of its common stock, thereby increasing the number of issued and outstanding common shares from 2,000,000 shares to 20,000,000 shares and the number of authorized common and preferred shares from 100,000,000 shares to 1,000,000,000 shares. The financial statements have been retroactively adjusted to reflect this stock split.

The financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. At January 31, 2010, the Company had cash of \$13,182 and negative working capital of \$58,386. For the three and nine months ended January 31, 2010 and 2009, the Company had net losses of \$15,716, \$6,039, \$82,935 and \$38,205, respectively. These factors raise substantial doubt as to the Company's ability to continue as a going concern. The Company plans to raise additional capital and achieve profitable operations through the Business Cooperation Agreement with Beijing RainEarth. However, there is no assurance that the Company will accomplish these objectives. The financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 2.

Interim Financial Statements

The unaudited financial statements as of January 31, 2010 and for the three and nine months ended January 31, 2010 and 2009 and for the period March 14, 2006 (inception) to January 31, 2010 have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with instructions to Form 10-Q. In the opinion of management, the unaudited financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position as of January 31, 2010 and the results of operations and cash flows for the three and nine months ended January 31, 2010 and 2009, and for the period March 14, 2006 (inception) to January 31, 2010. The financial data and other information disclosed in these notes to the interim financial statements related to these periods are unaudited. The results for the three and nine month period ended January 31, 2010 is not necessarily indicative of the results to be expected for any subsequent quarter of the entire year ending April 30, 2010. The balance sheet at April 30, 2009 has been derived from the audited financial statements at that date.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the Securities and Exchange Commission's rules and regulations. These unaudited financial statements should be read in conjunction with our audited financial statements and notes thereto for the year ended April 30, 2009 as included in our report on Form 10-K filed June 22, 2009.

Note 3. Related Party Balances/Transactions

a) During the nine months ended January 31, 2010 and 2009, the Company recognized a total of \$4,500 for donated services at \$500 per month and \$1,500 for donated rent at \$250 per month provided by the President of the Company at no cost.

b) At January 31, 2010, the Company is indebted to a director of the Company for \$45,021, which is non-interest bearing, unsecured and due on demand.

Note 4. Mineral Claim

In April 2006, the Company, through its former President and director, acquired 100% of the rights, title and interest in a mining claim representing 14 contiguous cells and covering an area of 725 acres. The property is situated on the eastern-flank of the Summers Creek Valley. It lies about the Rampart Lake road approximately 11 miles due north of the Town of Princeton (formerly known as Vermillion Forks), British Columbia, Canada. Payment of \$3,062 was required to record this mining claim and was paid on April 7, 2006. The claim was registered in the name of the former President of the Company, who agreed to hold the claim in trust on behalf of the Company. On April 19, 2009, the claim was forfeited due to non payment of renewal fees.

Note 5. Investment in Beijing RainEarth

The investment in Beijing RainEarth, net, consists of:

January 31, April 30, 2010 2009 Fair value of 32,000,000 shares of RainEarth Inc.

Common Stock issued to designated party of Beijing RainEarth pursuant to Business Cooperation Agreement dated March 25, 2009	\$640,000
\$640,000 Accumulated amortization	(27,441) (3,244) Net \$612,559
	\$636,756

The \$640,000 fair value of the 32,000,000 shares of RainEarth Inc. common stock was determined using a \$0.02 estimated price per share. No trades occurred in the Company's shares of Common Stock from July 14, 2008 to April 2, 2009. On April 3, 2009, 2,500 shares traded at \$0.55 per share and on October 29, 2009, 27,000 shares traded at prices ranging from \$0.017 to \$0.0175 per share.

The investment is being amortized using the straight line method over the 20 years term of the Business Cooperation Agreement.

On March 25, 2009, the Company entered into a Business Cooperation Agreement (the "Agreement") with Beijing RainEarth to jointly conduct a Hollow Fiber Membrane Materials application and manufacturing business. The Agreement provides for the Company to provide marketing and consulting services to Beijing RainEarth and to take actions to raise up to \$20,000,000 for Beijing RainEarth. The Agreement also provides for the payment of consulting services fees to the Company equal to 60% of Beijing RainEarth's quarterly revenues after deduction of direct operating costs, expenses and taxes. The term of the Agreement is 20 years. Pursuant to

the Agreement, the Company issued 32,000,000 newly issued shares of its Common Stock (representing approximately 61.5% of the 52,000,000 issued and outstanding shares after the issuance) to a designated party of Beijing RainEarth.

Beijing RainEarth was incorporated in Beijing China in March 2006. According to unaudited financial statements provided the Company, Beijing RainEarth had assets of 4,165,486 Renminbi ("RMB") (approximately \$610,077), liabilities of 74,763 RMB (approximately \$10,950), and stockholders' equity of 4,090,723 RMB (approximately \$599,127) at January 31, 2010 and for the nine months ended January 31, 2010, had sales of 5,700,000 RMB (approximately \$834,794) and a net loss of 425,592 RMB (approximately \$62,330).

For the three and nine months ended January 31, 2010 and for the period March 14, 2006 (inception) to January 31, 2010, the Company did not receive or accrue any consulting services fees from Beijing RainEarth.

Note 6. Preferred Stock - Terms and Conditions

The preferred stock may be divided into, and issued, in series. The Board of Directors of the Company is authorized to divide the authorized shares of preferred stock into one or more series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Company is authorized, within any limitations prescribed by law and this Article, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of preferred stock including but not limited to the following:

- a) The rate of dividend, the time of payment of dividends, whether dividends are cumulative, and the date from which any dividends shall accrue;
- b) Whether shares may be redeemed, and, if so, the redemption price and the terms and conditions of redemption;
- c) The amount payable upon shares in the event of voluntary or involuntary liquidation;
- d) Sinking fund or other provisions, if any, for the redemption or purchase of shares;

e) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;

f) Voting powers, if any, provided that if any of the preferred stock or series thereof shall have voting rights, such preferred stock or series shall vote only on a share for share basis with the common stock on any matter, including but not limited to the election of directors, for which such preferred stock or series has such rights; and,

g) Subject to the foregoing, such other terms, qualifications, privileges, limitations, options, restrictions, and special or relative rights and preferences, if any, of shares or such series as the Board of Directors of the Company may, at the time so acting, lawfully fix and determine under the laws of the State of Nevada.

The Company shall not declare, pay or set apart for payment any dividend or other distribution (unless payable solely in shares of common stock or other class of stock junior to the preferred stock as to dividends or upon liquidation) in respect of common stock, or other class of stock junior to the preferred stock, nor shall it redeem, purchase or otherwise acquire for consideration shares of any of the foregoing, unless dividends, if any, payable to holders of preferred stock for the current period (and in the case of cumulative dividends, if any, for all past periods) have been paid, are being paid or have been set aside for payments. In the event of the liquidation of the Company, holders of preferred stock shall be entitled to receive, before any payment or distribution on the common stock or any other class of stock junior to the preferred stock upon liquidation, a distribution per share in the amount of the liquidation preference, if any, fixed or determined in accordance with the terms of such preferred stock plus, if so provided in such terms, an amount per share equal to accumulated and unpaid dividends in respect of such preferred stock (whether or not earned or declared) to the date of such distribution.

Neither the sale, lease nor exchange of all or substantially all of the property and assets of the Company, nor any consolidation or merger of the Company, shall be deemed to be liquidation for the purposes of these terms and conditions.

Note 7. Public Offering

On February 1, 2007, the Securities and Exchange Commission declared effective the Company's Form SB-2 Registration Statement relating to a

public offering of up to 20,000,000 shares of common stock at \$0.01 per share, or \$200,000 total. On October 26, 2007, the Company completed its public offering. A total of 10,000,000 shares of common stock were sold, resulting in gross proceeds to the Company of \$100,000.

Note 8. Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. At January 31, 2010, the Company had a net operating loss carry forward of \$158,395, which expires \$18,050 in 2026, \$21,490 in 2027, \$25,510 in 2028, \$41,358 in 2029 and \$51,987 in 2030. Pursuant to Accounting Standards Codification ("ASC") 740, "Income Taxes", the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of the net operating loss carry forward have not been recognized in these financial statements because the Company has not determined it to be more likely than not that it will utilize the net operating loss carry forward in future years. At January 31, 2010, the valuation allowance established against the deferred tax asset is \$53,854.

The components of the net deferred tax asset and the amount of the valuation allowance are scheduled below:

Current United States income tax laws limit the amount of loss available to offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.

Note 9. Subsequent Events

The Company has evaluated subsequent events through the filing date of this Form 10-Q and has determined that there were no subsequent events to recognize or disclose in these financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PRELIMINARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

ALL FORWARD-LOOKING STATEMENTS CONTAINED HEREIN ARE DEEMED BY THE COMPANY TO BE COVERED BY AND TO QUALIFY FOR THE SAFE HARBOR PROTECTION PROVIDED BY THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. PROSPECTIVE SHAREHOLDERS SHOULD UNDERSTAND THAT SEVERAL FACTORS GOVERN WHETHER ANY FORWARD - LOOKING STATEMENT CONTAINED HEREIN WILL BE OR CAN BE ACHIEVED. ANY ONE OF THOSE FACTORS COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE PROJECTED HEREIN. THESE FORWARD - LOOKING STATEMENTS INCLUDE PLANS AND OBJECTIVES OF MANAGEMENT FOR FUTURE OPERATIONS, INCLUDING PLANS AND OBJECTIVES RELATING TO THE PRODUCTS AND THE FUTURE ECONOMIC PERFORMANCE OF THE COMPANY. ASSUMPTIONS RELATING TO THE FOREGOING INVOLVE JUDGMENTS WITH RESPECT TO, AMONG OTHER THINGS, FUTURE ECONOMIC, COMPETITIVE AND MARKET CONDITIONS, FUTURE BUSINESS DECISIONS, AND THE TIME AND MONEY REQUIRED TO SUCCESSFULLY COMPLETE DEVELOPMENT PROJECTS, ALL OF WHICH ARE DIFFICULT OR IMPOSSIBLE TO PREDICT ACCURATELY AND MANY OF WHICH ARE BEYOND THE CONTROL OF THE COMPANY. ALTHOUGH THE COMPANY BELIEVES THAT THE ASSUMPTIONS UNDERLYING THE FORWARD - LOOKING STATEMENTS CONTAINED HEREIN ARE REASONABLE, ANY OF THOSE ASSUMPTIONS COULD PROVE INACCURATE AND, THEREFORE, THERE CAN BE NO ASSURANCE THAT THE RESULTS CONTEMPLATED IN ANY OF THE FORWARD - LOOKING STATEMENTS CONTAINED HEREIN WILL BE REALIZED. BASED ON ACTUAL EXPERIENCE AND BUSINESS DEVELOPMENT, THE COMPANY MAY ALTER ITS MARKETING, CAPITAL EXPENDITURE PLANS OR OTHER BUDGETS, WHICH MAY IN TURN AFFECT THE COMPANY'S RESULTS OF OPERATIONS. IN LIGHT OF THE SIGNIFICANT UNCERTAINTIES INHERENT IN THE FORWARD - LOOKING STATEMENTS INCLUDED THEREIN, THE INCLUSION OF ANY SUCH STATEMENT SHOULD NOT BE REGARDED AS A REPRESENTATION BY THE COMPANY OR ANY OTHER PERSON THAT THE OBJECTIVES OR PLANS OF THE COMPANY WILL BE ACHIEVED.

Overview of the Company's Business

We are a development stage Corporation and have not yet generated or realized any revenues from our business operations.

In April 2006, Shu-heng Wang, our former president acquired one mining claim containing fourteen cells in British Columbia, Canada (Property) by arranging the registration of the same through James W. McLeod, a geologist, a non affiliated third party. A claim is a grant from the Crown of the available land within the cells to the holder to remove and sell minerals. A cell is an area which appears electronically on the British Columbia Internet Minerals Titles Online Grid. The online grid is the geographical basis for the cell. Mr. McLeod is a self-employed contract staker, field worker and professional geologist residing in British Columbia.

Our exploration target is to find an ore body containing gold. Our success depends upon finding mineralized material. Mineralized material is a mineralized body, which has been delineated by appropriate spaced drilling or underground sampling to support sufficient tonnage and average grade of metals to justify removal. This includes a determination by our consultant if the property contains reserves.

As a continuation of the exploration program, Sookochoff Consultants Inc. has completed a prospecting on the Property in November 2008. The purpose of the prospecting program was to locate any indications of copper or gold mineralization or coal bearing horizons with the rocks that are indicated to outcrop on the Property. In this prospecting program, adequate coverage of the property was made to locate outcrop or float material which could have provided indications of copper or gold mineralization and/or coal bearing sediments.

Unfortunately, in the few outcrops found and examined in the northeast, the basalts were fresh with no mineralization or alteration. As a result of this prospecting program, the Property does not warrant any additional exploration and/or expenditures and is recommended to be allowed to expire.

Based on the recommendation from the geologist consultant, the Company started to look for other business opportunities. On March 25, 2009, the Company and Beijing RainEarth Technology Co. Ltd., a company organized and existing under the laws of the People's Republic of China ("China RainEarth"), entered into a Business Cooperation Agreement (the "Agreement") for a term of twenty years. The purpose of the Agreement is to jointly conduct

Hollow Fiber Membrane Materials' application and manufacturing business in China.

The Company will provide Advice and assistance relating to development of marketing and provision of consultancy services, particularly as related to the Business to China RainEarth, and take such action as may be reasonably required to raise up to RMB 136 million (\$ 20 million U.S. Dollar) of China RainEarth's financial obligations.

China RainEarth will retain the services of the Company in relation to the current and proposed operations of China RainEarth's business in the People's Republic of China. China RainEarth will give 60% of its revenue after deduction of direct operating costs, expenses and taxes to the Company in consideration of the Company's services.

The Company has changed its name to RainEarth Inc. to better reflect its current business.

We have had no revenues and have experienced losses since inception. Our future revenues will depend on the result of operations of China RainEarth. China RainEarth was established in October, 2005 in Beijing, China. China RainEarth is a hi-tech enterprise which is dedicated to the research & development and application of fiber membrane technologies. Developed independently by China RainEarth, the techniques for manufacturing hollow fiber membranes and fiber drawing equipment broke through foreign (mainly German) technical monopoly, and gained supports from the Beijing Innovation Fund for Small and Medium Enterprises in 2007, along with the Beijing Municipal Science & Technology Commission and the Innovation Fund for the 1st Batch of Small and Medium Technical Enterprises in 2008, the fund was released from the Ministry of Science and Technology in China.

Hollow fiber membranes, as a core component of special filtration absorbers, are widely used in blood purification, ascites reinfusion and water treatment, etc.

China RainEarth initially chose the benchmark product blood dialyzer, which can best certify their product research & development and manufacturing advantages, as the market entry point, and then further entered concentrator and water purification markets.

Blood dialysis is an effective measure for patients with acute and chronic renal failure (uremia) to sustain their lives. In 2007, 7-8 million pieces of blood dialyzers were consumed in China. With the rapid social and economic development as well as improvement of healthcare services, 15 million pieces

of blood dialyzers will be consumed in China by 2012 and the market size may approximate US\$200 million. 70 million pieces of dialyzers are consumed each year in developing countries including Turkey, India, South Africa and Pakistan, according to the Company's own research.

We have been issued a going concern opinion and rely upon the sale of our securities and loans from our officers and directors to fund operations.

We may not have enough money to complete our business plan. If it turns out that we have not raised enough money to complete our business plan, we will try to raise additional funds from a second public offering, a private placement or loans. At the present time, we have not made any plans to raise additional money and there is no assurance that we would be able to raise additional money in the future. In we need additional money and can not raise it, we will have to suspend or cease operations.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills. This is because we have not generated any revenues and no revenues are anticipated until we begin removing and selling minerals. There is no assurance we will ever reach this point. Accordingly, we must raise cash from sources other than the sale of minerals found on the property. Our only other source for cash at this time is investments by others. We must raise cash to implement our project and stay in business. If we raise the minimum amount of money in the public offering, we believe it will last twelve months.

Need for Additional Capital

There is no historical financial information about us upon which to base an evaluation of our performance. We are an exploration stage corporation and have not generated any revenues from activities. We cannot guarantee we will be successful in our business activities. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources, and possible cost overruns due to price and cost increases in services.

To become profitable and competitive, we must conduct the research and exploration of our property before we start production of any minerals we may find.

We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our activities. Equity financing could result in additional dilution to existing shareholders.

Results of Operations

For the Three Months ended January 31, 2010

Operating Revenues. Operating revenues for the three months ended January 31 of 2010 and 2009 were both \$0.

Operating Expenses. The Company's operating expenses totaled \$15,716 for the quarter ended January 31, 2010, compared to \$6,039 for the same quarter of 2009. The change was mainly caused by adding amortization of investment in Beijing RainEarth.

Loss from Operations. The Company has recorded a loss of \$15,716 for the quarter ended January 31, 2010, compared to a loss of \$6,039 for 2009. The difference was caused mainly by adding amortization of investment in Beijing RainEarth.

Net Loss. The Company had a net loss of \$15,716 and \$6,039 for the quarter ended January 31, 2010 and 2009, mainly due to the increased amortization of investment in Beijing RainEarth.

Liquidity and Capital Resources

As of the date of this quarterly report, we have yet to generate any revenues from our business activities.

Cash balances as of January 31, 2010 and April 30, 2009 were \$13,182 and \$52,470.

Net cash provided by financial activities for three months ended January 31, 2010 and 2009 were both \$0.

As of January 31, 2010, our total assets were \$625,741 and total liabilities were \$71,568.

Off Balance Sheet Arrangements

We do not have any obligations that meet the definition of an off-balance-sheet arrangement that have or are reasonably likely to have a material effect on our financial statements, which has not been consolidated.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S., or GAAP, requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In recording transactions and balances resulting from business operations, the Company uses estimates based on the best information available for such items as depreciable lives. The Company revises the recorded estimates when better information is available, facts change or actual amounts can be determined. These revisions can affect operating results.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

None

ITEM 4. CONTROLS AND PROCEDURES

Our Principal Executive Officer and Principal Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report, have concluded that, based on the evaluation of these controls and procedures, that our disclosure controls and procedures were effective.

There were no changes in our internal controls or in other factors during the period covered by this report that have materially affected, or are likely to materially affect the Company's internal controls over financial reporting.

ITEM 4A. INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting during our last fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

None.

ITEM 1A- RISK FACTORS

There were no material changes to Risk Factors disclosed in this Form 10-Q for the quarter ended January 31, 2010.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS

Exhibit No.	Document Description
<u>31.1</u>	<u>Certification of Principal Executive Officer pursuant to Rule 13a-15(a) and Rule 15d-15(a), promulgated under the Securities Exchange Act of 1934, as amended.</u>
<u>31.2</u>	<u>Certification of Principal Financial Officer pursuant to Rule 13a-15(a) and Rule 15d-15(a), promulgated under the Securities Exchange Act of 1934, as amended.</u>
<u>32.1</u>	<u>Certification of Chief Executive Officer Pursuant To 18 U.S.C. Section 1350, as adopted pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.</u>
<u>32.2</u>	<u>Certification of Chief Financial Officer Pursuant To 18 U.S.C. Section 1350, as adopted pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.</u>

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 18 day of March, 2010.

RainEarth Inc.
(the "Registrant")

BY: /s/ YongFu Zhu
YongFu Zhu, President, Principal
Executive Officer

BY: /s/ TianHui Yin
TianHui Yin, Secretary, Treasurer,
Principal Financial Officer and
Principal Accounting Officer

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT

I, Zhu, YongFu, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of RainEarth Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material act or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with general accepted accounting principles;
 - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

RainEarth Inc.

March 18, 2010

By: /s/ Zhu, YongFu

Zhu, YongFu

President, Chairman

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT

I, Yin, TianHui, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of RainEarth Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with general accepted accounting principles;
 - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

RainEarth Inc.

March 18, 2010

By: /s/ Yin, TianHui

Yin, TianHui

Director and Secretary

Exhibit 32.1

**CERTIFICATION OF DISCLOSURE PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Zhu, YongFu, President of RainEarth Inc. (formerly GOLD ROCK RESOURCES, INC.) certify pursuant to 18 U.S.C. Section 1350 as enacted by Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Quarterly Report on Form 10-Q for the quarterly period ended January 31, 2010 (the "Periodic Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of RainEarth Inc.

RainEarth Inc.

March 18, 2010

By: /s/ Zhu, YongFu

Zhu, YongFu

President

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to RainEarth Inc. and will be retained by RainEarth Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

**CERTIFICATION OF DISCLOSURE PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Yin, TianHui, Secretary of RainEarth Inc. (formerly GOLD ROCK RESOURCES, INC.), certify pursuant to 18 U.S.C. Section 1350 as enacted by Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Quarterly Report on Form 10-Q for the quarterly period ended January 31, 2010 (the "Periodic Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of RainEarth Inc.

RainEarth Inc.

March 18, 2010

By: /s/ Yin, TianHui

Yin, TianHui
Secretary

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to RainEarth Inc. and will be retained by RainEarth Inc. furnished to the Securities and Exchange Commission or its staff upon request.